

0-108A002

1015
16719-A

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N W

WASHINGTON, D.C.

20006-2973

(202) 393-2266

ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
RICHARD N BAGENSTOS
JAMES C MARTIN JR*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

OF COUNSEL
URBAN A LESTER

CABLE ADDRESS
ALVORD

TELEX
440367 A AND A

TELEFAX
(202) 393 2156

RECORDATION NO

16719
FILED 1425 A

APR 18 1990 - 12 40 PM

April 18, 1990
INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed original copies of a Lease Agreement Termination (Partial) dated April 18, 1990, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Lease Agreement dated December 19, 1989, which was filed and recorded on January 11, 1990 under Recordation Number 16719.

The names and addresses of the parties to the enclosed document are:

Lessor: Electro-Motive Division
General Motors Corporation
LaGrange, Illinois 60525

Lessee: Burlington Northern Railroad Company
777 Main Street
Fort Worth, Texas 76102

A description of the railroad equipment terminated by the enclosed document is set forth in Exhibit A attached hereto and made a part of hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Deeney
CT. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
April 18, 1990
Page Two

Kindly return a stamped copy of the enclosed document to
Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street,
N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear
in the Commission's index is:

Lease Agreement Termination (Partial) dated
April 18, 1990 covering eleven Model SD-60M
Locomotives bearing BN numbers.

Very truly yours,


Charles T. Kappler

Enclosures
CTK/bg

EXHIBIT ASCHEDULE OF LOCOMOTIVES
ELEVEN GM SD-60M LOCOMOTIVES

<u>Number</u>	<u>BN Road Number</u>	<u>Manufacturer Serial Number</u>
1	9209	887033-10
2	9213	887033-14
3	9214	887033-15
4	9215	887033-16
5	9217	887033-18
6	9231	887033-32
7	9233	887033-34
8	9211	887033-12
9	9235	887033-36
10	9238	887033-39
11	9243	887033-44

LEASE AGREEMENT TERMINATION

(PARTIAL)

RECORDATION NO. 16719 A
FILED 1425

APR 18 1990 -12 40 PM

INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated Dec 19, 1989, ("Lease") between Burlington Northern Railroad Company ("Railroad") a Delaware corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the locomotives listed in Exhibit A (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to the locomotives listed in Exhibit B continues in full force and effect.

WHEREAS, Railroad and EMD executed a Lease Agreement, dated Dec 19, 1989, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on Jan 11, 1990 at 1:55 PM Recordation No. 16719.

WHEREAS, the parties hereto desire to terminate and cancel the Lease with respect to the Terminated Equipment and to record this Termination Agreement;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective April 18, 1990 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment included in the Lease.
3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to the locomotives listed in Exhibit B.
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

BURLINGTON NORTHERN RAILROAD COMPANY

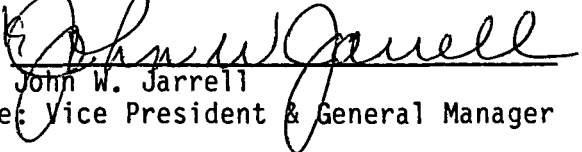
Attest: _____

By: _____

Title: _____

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: 

By: 
John W. Jarrell
Title: Vice President & General Manager

IN WITNESS WHEREOF, Railroad has caused this Termination Agreement to be duly executed by its authorized officer as of the day and year first above written.

Date: April 18, 1990, 1989

Burlington Northern Railroad
Company

Attest: Charles T. Kappeler

By: 

Title: _____

State of Ill) ss.
County of Cook)

On this 18th day of April, 1990, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a Vice President & General Manager of General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

April 17, 1992

Juanita Acantilado
Notary Public



State of _____) ss.
County of _____)

On this _____ day of _____, 1990, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of _____, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public

My commission expires:

CORPORATE FORM OF ACKNOWLEDGMENT

State of New York)
 County of New York) ss:

On this 18th day of April, 1990, before me personally appeared, Robert H. McKenney, to me personally known, who being by me duly sworn, says that he is the Vice President and Treasurer of Burlington Northern Railroad Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


 Notary Public

3/31/92
 Date Commission Expires

JOHN B. BRADY, JR.
 NOTARY PUBLIC, State of New York
 No. 60-4717533
 Qualified in Westchester County
 Certificate filed in New York County
 Term Expires March 30, 1992

EXHIBIT ASCHEDULE OF LOCOMOTIVES
ELEVEN GM SD-60M LOCOMOTIVES

<u>Number</u>	<u>BN Road Number</u>	<u>Manufacturer Serial Number</u>
1	9209	887033-10
2	9213	887033-14
3	9214	887033-15
4	9215	887033-16
5	9217	887033-18
6	9231	887033-32
7	9233	887033-34
8	9211	887033-12
9	9235	887033-36
10	9238	887033-39
11	9243	887033-44

EXHIBIT B

SCHEDULE OF LOCOMOTIVES
THIRTY GM SD-60M LOCOMOTIVES

9210	9230
9212	9232
9216	9234
9218	9236
9219	9237
9220	9239
9221	9240
9222	9241
9223	9242
9224	9244
9225	9245
9226	9246
9227	9247
9228	9248
9229	9249